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Counsel to Debtors

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

In re:

DAVID'S BRIDAL, LLC, *et al.*,

Debtors.¹

Chapter 11

Case No. 23-13131 (CMG)

(Jointly Administered)

**CERTIFICATION OF COUNSEL AND REQUEST
FOR ENTRY OF AN ORDER DISMISSING THE CHAPTER 11 CASES**

MICHAEL D. SIROTA, of full age, hereby certifies as follows:

1. I am an attorney-at-law of the State of New Jersey and a member of the firm of

Cole Schotz P.C., counsel for the within debtors and debtors-in-possession (the "Debtors"), and hereby certify (this "Certification") as follows:

¹ The debtors in these chapter 11 cases, along with the last four digits of each debtor's federal tax identification number, are: David's Bridal, LLC (4563); DBI Midco, Inc. (7392); DBI Holdco II, Inc. (7512); DBI Investors, Inc. (3857); David's Bridal Canada, Inc. (N/A); and Blueprint Registry, LLC (2335). The location of debtor David's Bridal, LLC's principal place of business and the debtors' service address in these chapter 11 cases is 1001 Washington Street, Conshohocken, Pennsylvania 19428.

2. On August 8, 2023, the Debtors filed the *Debtors' Motion for Entry of Orders (I) Dismissing the Chapter 11 Cases and (II) Granting Related Relief* [Docket No. 723] (the “Motion”).²

3. On August 30, 2023, the Court entered the *Initial Order (I) Approving the Dismissal of the Chapter 11 Cases Subject to Dismissal Conditions and the Subsequent Entry of the Dismissal Order and (II) Granting Related Relief* [Docket No. 786] (the “Initial Order”).

4. Pursuant to the Initial Order, the Debtors are permitted to request entry of the Dismissal Order upon a certification verifying that the following requirements have been met: (a) the filing of all monthly operating reports of the Debtors, including the report for the month in which the case is to be closed, (b) the payment of all quarterly fees due and owing in the Chapter 11 Cases to the Office of the U.S. Trustee pursuant to 28 U.S.C. § 1930, including those for the quarter in which the case is to be closed (the “Quarterly Fees”), (c) the payment in full of all Professional Fees and expenses approved on a final basis (to the extent applicable); and (d) the conclusion of the Designation Rights Period (as defined in the APA). This Certification is required to indicate that it was provided to the U.S. Trustee before its filing, and whether the U.S. Trustee concurs that all Quarterly Fees have been paid.

5. In accordance with the Initial Order, the Debtors hereby certify that (a) all monthly operating reports of the Debtors, including the report for September 2023, the month in which the Chapter 11 Cases are to be closed, have been filed; (b) all Quarterly Fees in the Chapter 11 Cases have been paid in full, including those for September 2023, the month in which the Chapter 11 Cases are to be closed; (c) all Professional Fees and expenses that have been

² Capitalized terms used but not defined herein have the meanings ascribed to them in the Motion and the Initial Order (as defined herein), as applicable.

approved on a final basis have been paid in full; and (d) the Designation Rights Period has concluded.

6. This Certification was provided to the U.S. Trustee prior to filing, and the U.S. Trustee concurs that all Quarterly Fees have been paid.

7. Attached hereto as Exhibit 1 is a revised proposed Dismissal Order. Attached hereto as Exhibit 2 is a blackline reflecting changes made to the Dismissal Order that was presented to the Court at the hearing on the Motion.

8. The U.S. Trustee has confirmed that it has no objections to entry of the Dismissal Order.

9. The Debtors respectfully request that the Court sign the proposed Dismissal Order and direct that it be docketed, without further notice or hearing.

/s/ Michael D. Sirota
MICHAEL D. SIROTA

DATED: September 29, 2023

EXHIBIT 1

PROPOSED DISMISSAL ORDER

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

Caption in Compliance with D.N.J. LBR 9004-1(b)

COLE SCHOTZ P.C.

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Counsel to Debtors

In re:

DAVID'S BRIDAL, LLC, *et al.*,

Debtors.¹

Chapter 11
Case No. Case No. 23-13131 (CMG)

Judge: Christine M. Gravelle

(Jointly Administered)

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(Page 2)

Debtors: DAVID'S BRIDAL, LLC, *et al.*

Case No. 23-13131-CMG

Caption of Order: ORDER DISMISSING DEBTORS' CHAPTER 11 CASES

ORDER DISMISSING DEBTORS' CHAPTER 11 CASES

The relief set forth on the following pages, numbered three (3) through seven (7) is

ORDERED.

(Page 3)

Debtors: DAVID'S BRIDAL, LLC, *et al.*

Case No. 23-13131-CMG

Caption of Order: ORDER DISMISSING DEBTORS' CHAPTER 11 CASES

Pursuant to the (a) *Debtors' Motion for Entry of Orders (I) Dismissing the Chapter 11 Cases and (II) Granting Related Relief* [Docket No. 723] (the “Motion”)², filed on August 8, 2023, (b) the Initial Order granting the Motion entered on August 30, 2023 [Docket No. 786], and (c) the *Certification of Counsel and Request for Entry of an Order Dismissing the Chapter 11 Cases*, filed on September 29, 2023 [Docket No. 899], **IT IS HEREBY ORDERED THAT:**

1. The Motion is **GRANTED** as set forth herein.
2. Pursuant to sections 305(a) and 1112(b) of the Bankruptcy Code, the Chapter 11 Cases of the following debtors (as the same may be subsequently renamed) are hereby dismissed:

<u>Case No.</u>	<u>Debtor Name</u>	<u>EIN</u>	<u>Formerly Known As</u>
23-13131	David's Bridal, LLC	65-0214563	David's Bridal, Inc.
23-13132	DBI Midco, Inc.	90-0883096	CDR DB Midco, Inc. DB Midco, Inc.
23-13133	DBI Holdco II, Inc.	84-3727512	DBI New Holdco, Inc. CDR DB Holding, Inc DB Holdco, Inc
23-13134	DBI Investors, Inc.	46-0868503	CDR DB Investors, Inc. DB Investors, Inc.
23-13135	David's Bridal Canada, Inc.	N/A	N/A
23-13136	Blueprint Registry, LLC	83-4552335	N/A

3. Any executory contracts or unexpired leases neither assumed and assigned nor rejected by the Debtors prior to the dismissal of these Chapter 11 Cases shall be deemed rejected as of the date of this Dismissal Order.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

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Debtors: DAVID'S BRIDAL, LLC, *et al.*

Case No. 23-13131-CMG

Caption of Order: ORDER DISMISSING DEBTORS' CHAPTER 11 CASES

4. As soon as reasonably practicable after the entry of this Dismissal Order, without the need for further action on the part of this Court and without the need for further corporate action or action of the boards of directors or stockholders of the Debtors, to the extent not previously dissolved, the Debtors are authorized, but not directed, to dissolve their corporate entities in accordance with applicable state law, and the Debtors shall not be required to pay any taxes or fees in order to cause such dissolution. Any officer or other authorized corporate representative of the Debtors is authorized to execute and file on behalf of the Debtors all documents necessary and proper to effectuate and consummate the dissolution of the Debtors in accordance with the laws of the states in which they are formed.

5. Notwithstanding anything in the Bankruptcy Code, the Bankruptcy Rules, or the Local Rules to the contrary, including, without limitation, section 349 of the Bankruptcy Code, all prior orders, releases, stipulations, settlements, rulings, orders and judgments of this Court made during the course of the Chapter 11 Cases and any related adversary proceedings, including, without limitation, the Sale Order and the Final DIP Order, shall remain in full force and effect, shall be unaffected by the dismissal of the Chapter 11 Cases, and are specifically preserved for purposes of finality of judgment and *res judicata*. For the avoidance of doubt, all assets acquired by the Purchasers pursuant to the Sale Order and the APA, shall remain assets of the Purchasers (or a subsequent transferee of the Purchasers) following entry of this Dismissal Order and shall not revest with the Debtors pursuant to section 349(b)(3) of the Bankruptcy Code.

6. Each Professional's retention by the Debtors' estates is terminated without the need for further action on the part of this Court, the Debtors, or such firms.

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Debtors: DAVID'S BRIDAL, LLC, *et al.*

Case No. 23-13131-CMG

Caption of Order: ORDER DISMISSING DEBTORS' CHAPTER 11 CASES

7. The Committee is hereby dissolved without need for further action on the part of this Court or the Committee or its members; *provided, however*, that obligations arising under confidentiality agreements, joint interest agreements, and protective orders, if any, entered into during the Chapter 11 Cases shall remain in full force and effect in accordance with their terms.

8. Pursuant to section 554 of the Bankruptcy Code and Bankruptcy Rule 6007, the Debtors are authorized, but not directed, to destroy, abandon, or otherwise dispose of the remaining Books and Records of the Debtors in their discretion, and to make all payments necessary to effectuate such destruction; provided that any documents containing personally identifiable information must be shredded.

9. Omni Agent Solutions, as the Debtors' claims and noticing agent ("Omni"), is relieved of its responsibilities as the Debtors' claims and noticing agent in these cases; *provided* that Omni shall provide the services described in this paragraph and to the extent its fees and costs have not otherwise been satisfied shall be entitled to payment and reimbursement of such fees and costs from the Professional Fee Escrow Account. Within thirty (30) days of the later of the entry of (a) this Dismissal Order or (b) a final decree closing the Chapter 11 Cases, Omni shall (w) forward to the Clerk of the Court an electronic version of all imaged claims, (x) upload the creditor mailing list into CM/ECF, (y) docket a combined final claims register containing claims against each Debtor, and (z) box and transport all original claims to the Philadelphia Federal Records Center, 14700 Townsend Road, Philadelphia, Pennsylvania 19154 and docket a completed SF-135 Form indicating the accession and location numbers of the archived claims.

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Debtors: DAVID'S BRIDAL, LLC, *et al.*

Case No. 23-13131-CMG

Caption of Order: ORDER DISMISSING DEBTORS' CHAPTER 11 CASES

10. From and after the date of this Dismissal Order, each Exculpated and Released Party is hereby exculpated from any Cause of Action, whether known or unknown, foreseen or unforeseen, matured or unmatured, liquidated or unliquidated, existing or hereafter arising, in law, equity, contract, tort or otherwise, whether arising under federal or state statutory or common law, or any other applicable international, foreign, or domestic law, rule, statute, regulation, treaty, right, duty, requirement or otherwise, based on or relating to, or in any manner arising from, in whole or in part, the Debtors or the Estates, the Chapter 11 Cases, any restructuring transactions, the subject matter of, or the transactions or events giving rise to, any claim against or interest in the Debtors, the restructuring of any claim against, or interest in the Debtors, during the Chapter 11 Cases, the negotiation, formulation, preparation, or consummation of the sale of the Debtors' assets, including but limited to the Sale, any restructuring transactions, or the DIP Financing and related documents and orders, in all cases based upon any act or omission, transaction, agreement, event, or other occurrence taking place on or before the date of this Dismissal Order, except for Causes of Action related to any act or omission that constitutes actual fraud, willful misconduct, or gross negligence.

11. To the extent applicable, Bankruptcy Rules 6004(h) and 6006(d) are waived and this Dismissal Order shall be effective and enforceable immediately upon entry

12. The Debtors are authorized to take any and all actions necessary to effectuate the relief granted pursuant to this Dismissal Order.

13. Notwithstanding the dismissal of the Chapter 11 Cases, to the extent allowed by applicable law, this Court shall retain jurisdiction with respect to any matters, claims, rights or disputes arising from or related to the implementation, interpretation, or enforcement of this or

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Debtors: DAVID'S BRIDAL, LLC, *et al.*

Case No. 23-13131-CMG

Caption of Order: ORDER DISMISSING DEBTORS' CHAPTER 11 CASES

any other order of this Court entered in the Chapter 11 Cases, including the Final DIP Order and

Sale Order.

EXHIBIT 2

BLACKLINE OF PROPOSED DISMISSAL ORDER

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

Caption in Compliance with D.N.J. LBR 9004-1(b)

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Chapter 11

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Judge: Christine M. Gravelle

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4. As soon as reasonably practicable after the entry of this Dismissal Order, without the need for further action on the part of this Court and without the need for further corporate action or action of the boards of directors or stockholders of the Debtors, to the extent not previously dissolved, the Debtors are authorized, but not directed, to dissolve their corporate entities in accordance with applicable state law, and the Debtors shall not be required to pay any taxes or fees in order to cause such dissolution. Any officer or other authorized corporate representative of the Debtors is authorized to execute and file on behalf of the Debtors all documents necessary and proper to effectuate and consummate the dissolution of the Debtors in accordance with the laws of the states in which they are formed.

5. Notwithstanding anything in the Bankruptcy Code, the Bankruptcy Rules, or the Local Rules to the contrary, including, without limitation, section 349 of the Bankruptcy Code, all prior orders, releases, stipulations, settlements, rulings, orders and judgments of this Court made during the course of the Chapter 11 Cases and any related adversary proceedings, including, without limitation, the Sale Order and the Final DIP Order, shall remain in full force and effect, shall be unaffected by the dismissal of the Chapter 11 Cases, and are specifically preserved for purposes of finality of judgment and *res judicata*. For the avoidance of doubt, all assets acquired by the Purchasers pursuant to the Sale Order and the APA, shall remain assets of the Purchasers (or a subsequent transferee of the Purchasers) following entry

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Debtors: DAVID'S BRIDAL, LLC, *et al.*

Case No. 23-13131-CMG

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of this Dismissal Order and shall not vest with the Debtors pursuant to section 349(b)(3) of the Bankruptcy Code.

6. Each Professional's retention by the Debtors' estates is terminated without the need for further action on the part of this Court, the Debtors, or such firms.

7. The Committee is hereby dissolved without need for further action on the part of this Court or the Committee or its members; *provided, however,* that obligations arising under confidentiality agreements, joint interest agreements, and protective orders, if any, entered into during the Chapter 11 Cases shall remain in full force and effect in accordance with their terms.

8. Pursuant to section 554 of the Bankruptcy Code and Bankruptcy Rule 6007, the Debtors are authorized, but not directed, to destroy, abandon, or otherwise dispose of the remaining Books and Records of the Debtors in their discretion, and to make all payments necessary to effectuate such destruction; provided that any documents containing personally identifiable information must be shredded.

9. Omni Agent Solutions, as the Debtors' claims and noticing agent ("Omni"), is relieved of its responsibilities as the Debtors' claims and noticing agent in these cases; *provided* that Omni shall provide the services described in this paragraph and to the extent its fees and costs have not otherwise been satisfied shall be entitled to payment and reimbursement of such fees and costs from the Professional Fee Escrow Account. Within thirty (30) days of the later of the entry of (a) this Dismissal Order or (b) a final decree closing the Chapter 11 Cases, Omni shall (w) forward to the Clerk of the Court an electronic version of all imaged claims, (x) upload the creditor mailing list into CM/ECF, (y) docket a combined final claims register containing

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claims against each Debtor, and (z) box and transport all original claims to the Philadelphia Federal Records Center, 14700 Townsend Road, Philadelphia, Pennsylvania 19154 and docket a completed SF-135 Form indicating the accession and location numbers of the archived claims.

10. From and after the date of this Dismissal Order, each Exculpated and Released Party is hereby exculpated from any Cause of Action, whether known or unknown, foreseen or unforeseen, matured or unmatured, liquidated or unliquidated, existing or hereafter arising, in law, equity, contract, tort or otherwise, whether arising under federal or state statutory or common law, or any other applicable international, foreign, or domestic law, rule, statute, regulation, treaty, right, duty, requirement or otherwise, based on or relating to, or in any manner arising from, in whole or in part, the Debtors or the Estates, the Chapter 11 Cases, any restructuring transactions, the subject matter of, or the transactions or events giving rise to, any claim against or interest in the Debtors, the restructuring of any claim against, or interest in the Debtors, during the Chapter 11 Cases, the negotiation, formulation, preparation, or consummation of the sale of the Debtors' assets, including but limited to the Sale, any restructuring transactions, or the DIP Financing and related documents and orders, in all cases based upon any act or omission, transaction, agreement, event, or other occurrence taking place on or before the date of this Dismissal Order, except for Causes of Action related to any act or omission that constitutes actual fraud, willful misconduct, or gross negligence.

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12. The Debtors are authorized to take any and all actions necessary to effectuate the relief granted pursuant to this Dismissal Order.

13. Notwithstanding the dismissal of the Chapter 11 Cases, to the extent allowed by applicable law, this Court shall retain jurisdiction with respect to any matters, claims, rights or disputes arising from or related to the implementation, interpretation, or enforcement of this or any other order of this Court entered in the Chapter 11 Cases, including the Final DIP Order and Sale Order.